



UPA-125  
(07/05)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

CERTIFICATE OF LIMITED PARTNERSHIP OF A DOMESTIC OR FOREIGN  
PARTNERSHIP CONVERTING TO A VIRGINIA LIMITED PARTNERSHIP

This certificate is presented for filing pursuant to §§ 50-73.11 and 50-73.125 of the Code of Virginia.

1. The former name of the partnership, the jurisdiction under which it was organized, and its SCC ID number (if assigned) are \_\_\_\_\_.

2. The partners have approved conversion of the partnership to a limited partnership.

3. The name of the limited partnership is \_\_\_\_\_  
\_\_\_\_\_  
(see instructions for name requirements)

4. **(Mark if applicable:)** ☐ The general partnership was previously authorized or registered to transact business in Virginia as a foreign business entity. **(See instructions.) Set forth the additional required information on an attachment.**

5. The post office address, including the street and number, if any, of the specified office where the records shall be maintained pursuant to § 50-73.8 of the Code of Virginia is \_\_\_\_\_

(number/street)

(city or town)

(state)

(zip)

6. A. The initial registered agent's name is \_\_\_\_\_.

B. The registered agent is **(mark appropriate box):**

(1) an **INDIVIDUAL** who is a resident of Virginia **and**

☐ a general partner of the limited partnership.

☐ an officer or director of a corporation that is a general partner of the limited partnership.

☐ a general partner of a general partner of the limited partnership.

☐ a member or manager of a limited liability company that is a general partner of the limited partnership.

☐ a trustee of a trust that is a general partner of the limited partnership.

☐ a member of the Virginia State Bar.

**OR**

(2) ☐ a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability company authorized to transact business in Virginia.

7. The registered agent's business office address, including the street and number, if any, is \_\_\_\_\_

(number/street)

(city or town)

\_\_\_\_\_, VA \_\_\_\_\_  
(zip)

which is located in the ☐ county **or** ☐ city of \_\_\_\_\_.

8. The name, post office address, including the street and number, if any, and SCC ID # (if assigned) of each general partner is:

(name and SCC ID #, if assigned)

(jurisdiction of formation (optional))

(number/street)

(city or town)

(state)

(zip)

(name and SCC ID #, if assigned)

(jurisdiction of formation (optional))

(number/street)

(city or town)

(state)

(zip)

**Check and complete if applicable:**

☐ The following general partners are serving, without more, as a general partner of the limited partnership and do not otherwise transact business in Virginia. See §§ 13.1-757, 13.1-1059 and/or 50-73.61 of the Code of Virginia.

9. The latest date upon which the limited partnership is to be dissolved and its affairs wound up is \_\_\_\_\_.

10. Signature(s) of **all** general partners:

(signature)

(date)

(printed name and title)

(telephone number (optional))

(signature)

(date)

(printed name and title)

(telephone number (optional))

**INSTRUCTIONS ON THE REVERSE**

## INSTRUCTIONS

The certificate must be in the English language, typewritten or printed in black, legible and reproducible. See § 50-73.17 of the Code of Virginia. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

A separate sheet may be attached to provide for additional general partner listings and signatures.

You can download this form from our website at [www.scc.virginia.gov/division/clk/fee\\_bus.htm](http://www.scc.virginia.gov/division/clk/fee_bus.htm).

The conversion must be approved by the partners in the manner provided in the partnership's partnership agreement for amendments to the partnership agreement or, if no such provision is made in the partnership agreement, by all of the partners.

The name of the limited partnership must contain the words "Limited Partnership" or "a Limited Partnership," the abbreviation "L.P." or "LP;" provided, however, that if the limited partnership is also applying for registered limited liability partnership status pursuant to § 50-73.132 of the Code of Virginia, the name must include either (1) (a) the words "limited partnership" or "a limited partnership," or the abbreviation "L.P." or "LP" and (b) the words "Registered Limited Liability Partnership" or "Limited Liability Partnership," the abbreviation "R.L.L.P." or "L.L.P." or the designation "RLLP" or "LLP," **or** (2) the words "Registered Limited Liability Limited Partnership" or "Limited Liability Limited Partnership," the abbreviation "R.L.L.L.P." or "L.L.L.P." or the designation "RLLLLP" or "LLLLP." See § 50-73.2 of the Code of Virginia.

The limited partnership name must be distinguishable upon the records of the Commission. See § 50-73.2 of the Code of Virginia. To check the availability of a limited partnership name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

If the partnership was previously authorized or registered to transact business in Virginia as a foreign corporation, limited liability company, business trust, limited partnership or registered limited liability partnership, with respect to every such prior authorization or registration, set forth, **on an attachment**, the name of the entity, the entity's type, the state or other jurisdiction of incorporation, organization or formation; and the identification number that was issued to the entity by the Commission.

The specified office is the location at which a current list of the full name and last known address of each general partner of the limited partnership is kept, as well as the other limited partnership information and records specified in § 50-73.8 of the Code of Virginia. See § 50-73.4 of the Code of Virginia.

The specified office address must include a street and number, if any. A rural route and box number may only be used if no street address is associated with the specified office's location.

The registered agent's business office must include a street and number, if any. A rural route and box number may only be used if no street address is associated with the location of the registered agent's business office. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the location of the registered agent's business office. Set forth the name of the county or independent city in which the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.

A registered limited liability partnership may not serve as its own registered agent.

This certificate must include the SCC ID number of each general partner that is of record with the State Corporation Commission. See § 50-73.11 A 3 of the Code of Virginia.

This certificate must be signed by **all** of the general partners. Any person may sign a certificate by an attorney-in-fact. Each person signing this certificate must set forth his or her printed name next to or beneath his or her signature. A person signing on behalf of a general partner that is a business entity should set forth the business entity's name, his or her printed name, and the capacity in which he or she is signing on behalf of the business entity. **As provided in § 50-73.15 C of the Code of Virginia, the execution of this certificate by a general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.**

Submit the original, signed certificate to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$100.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.